

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	
	:	<b>Chapter 11</b>
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<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:	<b>Case No.: 09-50026 (REG)</b>
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
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**ORDER GRANTING APPLICATION FOR LEAVE TO  
FILE APPRAISALS OF THE TPC PROPERTY UNDER SEAL**

Upon consideration of the Application (the “**Application**”) filed by General Motors LLC, f/k/a General Motors Company (“**New GM**”), for an order (the “**Sealing Order**”) pursuant to Section 107 of the Bankruptcy Code,<sup>1</sup> Bankruptcy Rule 9018 and General Order M-242 of the United States Bankruptcy Court for the Southern District of New York (January 19, 2001, Bernstein, C.J.), authorizing New GM to file Appraisals of the TPC Property under seal; and notice of the Application being provided to counsel for the TPC Lenders and counsel for the Debtors, each of whom consented to the relief requested in the Application but who reserved their right to subsequently seek to have the Appraisals unsealed, either in whole or in part, in connection with subsequent proceedings, including, but not limited to, any valuation hearing under Section 506 of the Bankruptcy Code to determine the TPC Value; and no further notice of the Application being necessary or required under the circumstances; and the Court having determined that the relief requested in the Application is in the best interests of New GM; and good and sufficient cause appearing therefor; it is hereby

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

**ORDERED** that:

1. The Application is granted.
2. New GM is authorized and empowered to file the Appraisals under seal in accordance with this Court's General Order M-242.
3. New GM shall deliver to the Clerk of the Court or Chief Deputy Clerk of the Court: (a) hard copies of the Appraisals to be filed under seal and (b) a disk containing the sealed Appraisals and this Sealing Order. The disk shall be submitted in an envelope, clearly labeled with the case name and number, and if applicable, the document number assigned to the sealed document, and hard copies of this Sealing Order shall be attached to the hard copy of the sealed Appraisals and to the disk.
4. The Clerk of the Court or Chief Deputy Clerk of the Court shall not file the sealed Appraisals either conventionally or electronically, provided that the docket shall indicate that the Appraisals have been filed under seal.
5. New GM shall provide the Bankruptcy Court with copies of the Appraisals. New GM shall also serve a copy of this Sealing Order, the Application and the Appraisals on counsel to the TPC Lenders at the same time as they are delivered to the Clerk of the Court or Chief Deputy Clerk of the Court.
6. The requirement for the filing of a memorandum of law setting forth the points and authorities relied upon in the Application under Local Bankruptcy Rule 9013-1(b) is waived.

7. Any party may subsequently request that the Appraisals be unsealed in connection with subsequent proceedings, including, but not limited to, in connection with any valuation hearing to determine the TPC Value as that term is defined in the Sale Order.

Dated: New York, New York  
March \_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE